

VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

SUPPLEMENTAL ORDER REGARDING

DOCKET NO. VGOB 03/11/18-1237

ELECTIONS, UNIT: VC-509265

(hereinafter "Subject Drilling Unit")

REPORT OF BOARD

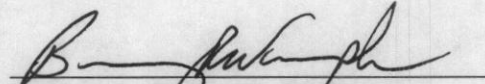
FINDINGS AND ORDER

1. This Supplemental Order is entered by the Board sua sponte in the form authorized by the Board at its hearing held at 9:00 a.m. on October 20, 1992, Board of Supervisors Room, Courthouse, Grundy, Virginia, and pursuant to authority granted to the Board's Chairman at the hearing of the Virginia Gas and Oil Board on June 16, 1992, at 9:00 a.m. at the Rhododendron Restaurant at the Breaks Interstate Park, Breaks, Virginia; and this Supplemental Order is being recorded for the purpose of (1) complying with the requirement of the Virginia Gas and Oil Board Regulations, 4 VAC 25-160.70C by supplementing the Order previously issued by the Board for subject Docket on **May 17, 2004** and recorded in **Deed Book 594, Page 474** in the Office of the Clerk of Circuit Court, Buchanan County, Virginia on **June 2, 2004** (herein "Board Order") to complete the record regarding elections. The Board Order pooled all interest in Subject Drilling Unit including those of the Respondents more particularly set forth and identified by the Designated Operator in the affidavits attached hereto and made a part hereof. The Board finds it has jurisdiction over the subject matter pursuant to the provisions of the Virginia Gas and Oil Act, § 45.1-361.1 et seq., Virginia Code, 1950 as amended.
2. Findings: The Board finds that:
 - (a) The Board Order directed Equitable Production Company, (herein the Designated Operator"), to mail copies of the Board Order to all respondents whose interest, if any, were pooled by said Board Order;
 - (b) The designated operator filed its affidavit of mailing dated **June 15, 2004**, disclosing that it had mailed a correct copy of the Board's Order to all Respondents whose interest, if any, were pooled by said Board Order;
 - (c) The Board Order required each Respondent whose interest, if any, were pooled by the terms of said Board Order to make his or her election within thirty (30) days after the date of mailing or recording, as applicable, of said Order; the Designated Operator has filed its affidavit dated **October 5, 2004**, in accordance with § 7.C of the Virginia Gas and Oil Board Regulations and 4 VAC 25-

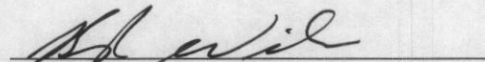
160.70C (herein "Affidavit of Election"), wherein it has, for each Respondent whose interest, if any, were pooled by said Board Order, stated: (i) whether each Respondent has made or failed to make a timely election; (ii) the nature of the election made, if any; (iii) whether, by reason of a failure to elect or to timely elect one or more Respondents are deemed, under the terms of the Board's Order, to have leased all their rights, title, interest, estates and claims in Subject Drilling Unit to the Designated Operator;

- (d) The Board Order further required the Designated Operator, after expiration of the election period, to file with the Board a statement of the interests subject to escrow under the terms and provisions of the Board Order, in light of the elections made or deemed to have been made (herein "Statement of Interests"); that the Designated Operator furnished said Statement of Interests as part of its Affidavit of Election. A copy of which is attached hereto as Exhibit B;
 - (e) Current Board standards requiring the escrow of funds and the Board's agreement with its Escrow Agent, Wachovia Bank, Corporate Trust, PA 1328, 123 South Broad Street, Philadelphia, PA 19109-1199, (888) 396-0853, Attn: Rachel Rafferty, or any successor named by the Board, require the entry of a Supplemental Order establishing of record the elections made or deemed to have been made and specifying the sums or percentage thereof subject to escrow. Current Board escrow standards were made applicable to Subject Drilling Unit by a Board Order dated December 23, 1992.
3. Order: By this Order, the Board orders the Designated Operator to tender, consistent with and in accordance with the findings set forth at paragraph 2 above and the annexed Affidavits, any funds subject to escrow and instructs the Escrow Agent, Wachovia Bank, Corporate Trust, PA 1328, 123 South Broad Street, Philadelphia, PA 19109-1199, (888) 396-0853, Attn: Rachel Rafferty,, or any successor named by the Board to establish interest-bearing escrow account(s), IRS Tax Identification Number 54-1629506, in accordance with the information set forth in said affidavits to receive such funds and account to the Board therefore.
 4. Mailing of Order and Filing of Affidavit: The Designated Operator under the captioned Order or its Attorney shall file an affidavit with the Secretary of the Board within ten (10) days after the date of receipt of this Order stating that a true and correct copy of this Order was mailed to each person whose interest or claim is subject to escrow and whose address is known.
 5. Conclusion: Therefore, the findings and all terms and provisions set forth above be and hereby are granted and IT IS SO ORDERED.
 6. Effective Date: This Order shall be effective on the date of its execution.

DONE AND EXECUTED this 26th day of October, 2004 by a majority of the Virginia Gas and Oil Board.



Chairman, Benny R. Wampler

DONE AND PERFORMED THIS 25th day of October, 2004 by Order of this Board.


B. R. Wilson
Principal Executive to the Staff
Virginia Gas and Oil Board

STATE OF VIRGINIA
COUNTY OF Washington

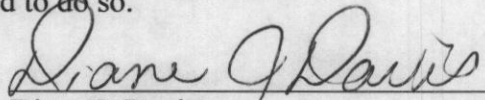
Acknowledged on this 26th day of October, 2004, personally before me a notary public in and for the Commonwealth of Virginia, appeared Benny R. Wampler, being duly sworn did depose and say that he is Chairman of the Virginia Gas and Oil Board, that he executed the same and was authorized to do so.


Notary Public

My commission expires: 9/30/05.

STATE OF VIRGINIA
COUNTY OF Washington

Acknowledged on this 25th day of October, 2004, personally before me a notary public in and for the Commonwealth of Virginia, appeared B. R. Wilson, being duly sworn did depose and say that he is Principal Executive to the Staff Virginia Gas and Oil Board, that he executed the same and was authorized to do so.


Diane J. Davis
Notary Public

My commission expires: 9/30/05.

VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

IN RE: Application of Equitable Production Company, for Forced Pooling of Interests in Unit Number VC-509265 VGOB Docket No. VGOB-03/11/18-1237 in the North Grundy Magisterial District of Buchanan County, Virginia.

AFFIDAVIT OF WILHOIT & KAISER, Attorneys-at-Law, Agents for the Designated Operator REGARDING ELECTIONS, ESCROW ACCOUNTS AND SUPPLEMENTAL ORDER

James E. Kaiser (herein Affiant), being first duly sworn on oath, deposes and says:

1. That the Affiant is an attorney in the law firm of WILHOIT & KAISER, the Agent for the Designated Operator, with offices located at 220 Broad Street, Kingsport, Tennessee 37660, and is authorized to give this Affidavit in its behalf;
2. That the Order entered on **May 17, 2004**, by the Virginia Gas and Oil Board regarding the captioned coalbed methane Unit required the Applicant to mail a true and correct copy of said Order to each person pooled by said Order;
3. That within seven (7) days of the receipt of an executed copy of the Order referred to at Paragraph 2. above, the Affiant was directed to cause a true and correct copy of said Order to be mailed via the United States Postal Service to each Respondent named in the captioned Application, whose address was known, and to all persons, if any, who are added as Respondents at the hearing held in the captioned matter;
4. That the Order of the Virginia Gas and Oil Board in the captioned matter required all persons pooled thereby to tender their written elections to the Unit Operator within thirty (30) days of the date said Order was recorded in the county above named; that said Order was recorded on **June 2, 2004**.
5. That the Designated Operator, by and through their agent, Wilhoit & Kaiser, Attorneys-at-Law, have established procedures to review all mail received and all written documents received by means other than by mail to ascertain whether parties whose interest have been pooled have made a written election, in a timely fashion, as required by the captioned Order; that said procedures were followed to identify the elections, if any, made with regard to Subject Unit; that the following persons delivered, by mail or otherwise, written elections to the Unit Operator, within the thirty day election periods:

None

6. That the interest and/or claims of the following persons (who made timely elections, or who are deemed under the terms of the Board's Order to have leased, or who, subsequent to the pooling hearing held in the captioned matter, have leased or otherwise entered into an agreement with the Designated Operator) are subject to escrow as either unknown claimants or conflicting claimants under the Board's Order pooling the captioned Unit, Board Regulations and the Code of Virginia; that opposite the name of each person named as a Respondent listed below is set forth:

Tract 1 _____ Gas Estate _____	Lon B. Rogers Bradshaw Trust No 1 Fon Rogers II Trustee PO Box 22427 Lexington, KY 40522-2427	0.05303438	RI
	Gregory Poulos and Karen Poulos, H/W 48 Azalee Avenue Inglis FL 34449	0.00294635	RI
	Jason Poulos, single 10870 SW 95th Street Miami, FL 33176	0.00294635	RI
	Pamela Poulos, single 1444 Mendavia Avenue Coral Gables, FL 33146	0.00294636	RI
	Talmage G. Rogers, III and Tracey Rogers, H/W 14229 Ballantyne Country Club Drive Charlotte, NC 28277	0.00220977	RI
	Shaun D. Rogers and Nadine Davey Rogers, H/W 121 NE 100th Street Miami Shores, FL 33128	0.00220977	RI
	Kevin H. Rogers and Katherine Rogers, H/W 139 Wickham Road Garden City, NY 11530	0.00220977	RI
	Derek B. Rogers and Anne Rogers, H/W 2001 Sablewood Drive Charlotte, NC 28205	0.00220977	RI

OR

Tract 1 _____ Coal Estate _____	Lon B. Rogers Bradshaw Trust No 2 Fon Rogers II Trustee PO Box 22427 Lexington, KY 40522-2427	0.07071250	RI
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Tract 2 _____ Lon B. Rogers Bradshaw Trust No 1 0.02212500 RI
 Gas Estate _____ Fon Rogers II Trustee
 PO Box 22427
 Lexington, KY 40522-2427

Gregory Poulos 0.00122917 RI
 and Karen Poulos, H/W
 48 Azalee Avenue
 Inglis FL 34449

Jason Poulos, single 0.00122917 RI
 10870 SW 95th Street
 Miami, FL 33176

Pamela Poulos, single 0.00122917 RI
 1444 Mendavia Avenue
 Coral Gables, FL 33146

Talmage G. Rogers, III and 0.00092188 RI
 Tracey Rogers, H/W
 14229 Ballantyne Country Club Drive
 Charlotte, NC 28277

Shaun D. Rogers 0.00092188 RI
 and Nadine Davey Rogers, H/W
 121 NE 100th Street
 Miami Shores, FL 33128

Kevin H. Rogers and 0.00092188 RI
 Katherine Rogers, H/W
 139 Wickham Road
 Garden City, NY 11530

Derek B. Rogers and 0.00092188 RI
 Anne Rogers, H/W
 2001 Sablewood Drive
 Charlotte, NC 28205

OR

Tract 2 _____ Lon B. Rogers Bradshaw Trust No 2 0.02950000 RI
 Coal Estate _____ Fon Rogers II Trustee
 PO Box 22427
 Lexington, KY 40522-2427

Tract 3 _____ Lon B. Rogers Bradshaw Trust No 1 0.00335625 RI
 Gas Estate _____ Fon Rogers II Trustee
 PO Box 22427
 Lexington, KY 40522-2427

Gregory Poulos 0.00018646 RI
 and Karen Poulos, H/W
 48 Azalee Avenue
 Inglis FL 34449

Jason Poulos, single 0.00018646 RI

10870 SW 95th Street
Miami, FL 33176

Pamela Poulos, single 1.8858 X \$5.00 = \$ 9.43
1444 Mendavia Avenue
Coral Gables, FL 33146

Talmage G. Rogers, III and 1.4144 X \$5.00 = \$ 7.07
Tracey Rogers, H/W
14229 Ballantyne Country Club Drive
Charlotte, NC 28277

Shaun D. Rogers 1.4144 X \$5.00 = \$ 7.07
and Nadine Davey Rogers
121 NE 100th Street
Miami Shores, FL 33128

Kevin H. Rogers and 1.4144 X \$5.00 = \$ 7.07
Katherine Rogers, H/W
139 Wickham Road
Garden City, NY 11530

Derek B. Rogers and 1.4144 X \$5.00 = \$ 7.07
Anne Rogers, H/W
2001 Sablewood Drive
Charlotte, NC 28205

2 Gregory Poulos 0.7867 X \$5.00 = \$ 3.93
and Karen Poulos, H/W
48 Azalee Avenue
Inglis FL 34449

Jason Poulos, single 0.7867 X \$5.00 = \$ 3.93
10870 SW 95th Stree
Miami, FL 33176

Pamela Poulos, single 0.7866 X \$5.00 = \$ 3.93
1444 Mendavia Avenue
Coral Gables, FL 33146

Talmage G. Rogers, III and 0.5900 X \$5.00 = \$ 2.95
Tracey Rogers, H/W
14229 Ballantyne Country Club Drive
Charlotte, NC 28277

Shaun D. Rogers 0.5900 X \$5.00 = \$ 2.95
and Nadine Davey Rogers, H/W
121 NE 100th Street
Miami Shores, FL 33128

Kevin H. Rogers and 0.5900 X \$5.00 = \$ 2.95
Katherine Rogers, H/W
139 Wickham Road
Garden City, NY 11530

Derek B. Rogers and 0.5900 X \$5.00 = \$ 2.95

Anne Rogers, H/W
2001 Sablewood Drive
Charlotte, NC 28205

3

Gregory Poulos 0.1192 X \$5.00 = \$ 0.60
and Karen Poulos, H/W
48 Azalee Avenue
Inglis FL 34449

Jason Poulos, single 0.1192 X \$5.00 = \$ 0.60
10870 SW 95th Street
Miami, FL 33176

Pamela Poulos, single 0.1192 X \$5.00 = \$ 0.60
1444 Mendavia Avenue
Coral Gables, FL 33146

Talmage G. Rogers, III and 0.0894 X \$5.00 = \$ 0.45
Tracey Rogers, H/W
14229 Ballantyne Country Club Drive
Charlotte, NC 28277

Shaun D. Rogers 0.0894 X \$5.00 = \$ 0.45
and Nadine Davey Rogers, H/W
121 NE 100th Street
Miami Shores, FL 33128

Kevin H. Rogers and 0.0893 X \$5.00 = \$ 0.45
Katherine Rogers, H/W
139 Wickham Road
Garden City, NY 11530

Derek B. Rogers and 0.0893 X \$5.00 = \$ 0.45
Anne Rogers, H/W
2001 Sablewood Drive
Charlotte, NC 28205

That pursuant to the provision of 4VAC 25-160.70C annexed hereto and incorporated herein is a proposed supplemental order to be entered to complete the record regarding elections; that said annexed supplemental order sets forth that the services of the Escrow Agent are required in this matter pursuant to the terms of §§ 45.1-361.21.D.

Dated at Kingsport, Tennessee, this 5th day of October 2004.

[Signature]
Affiant

Taken, subscribed and sworn to before me by James E. Kaiser, the Agent of Equitable Production Company, a corporation, on behalf of the corporation, this 5th day of October 2004.

My commission expires: 1-15-06

Cynthia Williams
Notary

EXHIBIT "B"
BOOK 5092 PAGE 0297
SUPPLEMENTAL EXHIBIT "B"

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	<u>NET REVENUE INTEREST</u>
Gas Estate Only					
1	Lon B. Rogers Bradshaw Trust No 1 Fon Rogers II Trustee PO Box 22427 Lexington, KY 40522-2427	Leased-EPC 245280L 01 5859-00 Tr. 18	42.42750000%	33.9450	0.05303438 RI
	Gregory Poulos and Karen Poulos, H/W 48 Azalee Avenue Inglis FL 34449	Unleased	2.35708300%	1.8858	0.00294635 RI
	Jason Poulos, single 10870 SW 95th Street Miami, FL 33176	Unleased	2.35708300%	1.8858	0.00294635 RI
	Pamela Poulos, single 1444 Mendavia Avenue Coral Gables, FL 33146	Unleased	2.35708400%	1.8858	0.00294636 RI
	Talmage G. Rogers, III and Tracey Rogers, H/W 14229 Ballantyne Country Club Drive Charlotte, NC 28277	Unleased	1.76781300%	1.4144	0.00220977 RI
	Shaun D. Rogers and Nadine Davey Rogers, H/W 121 NE 100th Street Miami Shores, FL 33128	Unleased	1.76781300%	1.4144	0.00220977 RI
	Kevin H. Rogers and Katherine Rogers, H/W 139 Wickham Road Garden City, NY 11530	Unleased	1.76781200%	1.4144	0.00220977 RI
	Derek B. Rogers and Anne Rogers, H/W 2001 Sablewood Drive Charlotte, NC 28205	Unleased	1.76781200%	1.4144	0.00220977 RI
	Equitable Production Company				0.49498748 WI
Tract 1 Totals			56.57000000%	45.2600	0.56570000
2	Lon B. Rogers Bradshaw Trust No 1 Fon Rogers II Trustee PO Box 22427 Lexington, KY 40522-2427	Leased-EPC 245280L 01 5859-00 Tr. 18	17.70000000%	14.1600	0.02212500 RI
	Gregory Poulos and Karen Poulos, H/W 48 Azalee Avenue Inglis FL 34449	Unleased	0.98333300%	0.7867	0.00122917 RI
	Jason Poulos, single 10870 SW 95th Street Miami, FL 33176	Unleased	0.98333300%	0.7867	0.00122917 RI
	Pamela Poulos, single 1444 Mendavia Avenue Coral Gables, FL 33146	Unleased	0.98333400%	0.7866	0.00122917 RI

EXHIBIT "B"
VC-509265 **BOOK 0605 PAGE 0298**
SUPPLEMENTAL EXHIBIT "B"

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	<u>NET REVENUE INTEREST</u>
	Talmage G. Rogers, III and Tracey Rogers, H/W 14229 Ballantyne Country Club Drive Charlotte, NC 28277	Unleased	0.73750000%	0.5900	0.00092188 RI
	Shaun D. Rogers and Nadine Davey Rogers, H/W 121 NE 100th Street Miami Shores, FL 33128	Unleased	0.73750000%	0.5900	0.00092188 RI
	Kevin H. Rogers and Katherine Rogers, H/W 139 Wickham Road Garden City, NY 11530	Unleased	0.73750000%	0.5900	0.00092188 RI
	Derek B. Rogers and Anne Rogers, H/W 2001 Sablewood Drive Charlotte, NC 28205	Unleased	0.73750000%	0.5900	0.00092188 RI
	Equitable Production Company				0.20649997 WI
Tract 2 Totals			23.60000000%	18.8800	0.23600000
3	Lon B. Rogers Bradshaw Trust No 1 Fon Rogers II Trustee PO Box 22427 Lexington, KY 40522-2427	Leased-EPC 245280L 01 5859-00 Tr. 18	2.68500000%	2.1450	0.00335625 RI
	Gregory Poulos and Karen Poulos, H/W 48 Azalee Avenue Inglis FL 34449	Unleased	0.14916700%	0.1192	0.00018646 RI
	Jason Poulos, single 10870 SW 95th Stree Miami, FL 33176	Unleased	0.14916700%	0.1192	0.00018646 RI
	Pamela Poulos, single 1444 Mendavia Avenue Coral Gables, FL 33146	Unleased	0.14916800%	0.1192	0.00018646 RI
	Talmage G. Rogers, III and Tracey Rogers, H/W 14229 Ballantyne Country Club Drive Charlotte, NC 28277	Unleased	0.11187500%	0.0894	0.00013984 RI
	Shaun D. Rogers and Nadine Davey Rogers, H/W 121 NE 100th Street Miami Shores, FL 33128	Unleased	0.11187500%	0.0894	0.00013984 RI
	Kevin H. Rogers and Katherine Rogers, H/W 139 Wickham Road Garden City, NY 11530	Unleased	0.11187400%	0.0893	0.00013984 RI
	Derek B. Rogers and Anne Rogers, H/W 2001 Sablewood Drive Charlotte, NC 28205	Unleased	0.11187400%	0.0893	0.00013984 RI
	Equitable Production Company				0.03132501 WI
Tract 3 Totals			3.58000000%	2.8600	0.03580000

EXHIBIT "B" BOOK 0605 PAGE 0299
VC-509265
SUPPLEMENTAL EXHIBIT "B"

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	<u>NET REVENUE INTEREST</u>
4	Pittston Company c/o Pine Mountain Oil & Gas, Inc. Attn: Richard Brillhart PO Box 5100 Lebanon, VA 24226	Leased-EPC 241640L	13.00000000%	10.4000	0.01625000 RI
	Plum Creek Timber Company Attn: Kerry Hill 303 Harper Park Drive Suite A Beckley, WV 25801	Leased-EPC	3.25000000%	2.6000	0.00406250 RI
	Equitable Production Company				0.14218750 WI
<u>Tract 4 Totals</u>			<u>16.25000000%</u>	<u>13.0000</u>	<u>0.16250000</u>
TOTAL GAS ESTATE			100.00000000%	80.0000	1.00000000

EXHIBIT "B"
VC-509265 BOOK 0605 PAGE 0300
SUPPLEMENTAL EXHIBIT "B"

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	<u>NET REVENUE INTEREST</u>
<u>Coal Estate Only</u>					
1	Lon B. Rogers Bradshaw Trust No 2 Fon Rogers II Trustee PO Box 22427 Lexington, KY 40522-2427	Leased-EPC 245280L Tr. 18	56.57000000%	45.2600	0.07071250 RI
	Equitable Production Company				0.49498750 WI
Tract 1 Totals			56.57000000%	45.2600	0.56570000
2	Lon B. Rogers Bradshaw Trust No 2 Fon Rogers II Trustee PO Box 22427 Lexington, KY 40522-2427	Leased-EPC 245280L Tr. 14	23.60000000%	18.8800	0.02950000 RI
	Equitable Production Company				0.20650000 WI
Tract 2 Totals			23.60000000%	18.8800	0.23600000
3	Lon B. Rogers Bradshaw Trust No 2 Fon Rogers II Trustee PO Box 22427 Lexington, KY 40522-2427	Leased-EPC 245280L Tr. 24	3.58000000%	2.8600	0.00447500 RI
	Equitable Production Company				0.03132500 WI
Tract 3 Totals			3.58000000%	2.8600	0.03580000
4	Pittston Company c/o Pine Mountain Oil & Gas, Inc. Attn: Richard Brillhart PO Box 5100 Lebanon, VA 24226	Leased-EPC 241640L	13.00000000%	10.4000	0.01625000 RI
	Plum Creek Timber Company Attn: Kerry Hill 303 Harper Park Drive Suite A Beckley, WV 25801	Leased-EPC	3.25000000%	2.6000	0.00406250 RI
	Equitable Production Company				0.14218750 WI
Tract 4 Totals			16.25000000%	13.0000	0.16250000
TOTAL COAL ESTATE			100.00000000%	80.0000	1.00000000

VIRGINIA: In the Clerk's Office of the Circuit Court of Buchanan County. The foregoing instrument was this day presented in the office aforesaid and is, together with the certificate of acknowledgment annexed, admitted to record this 28 day of November, 2004 at 11:30 A.M.
 Deed Book No. 605 and Page No. 28 TESTE: James M. Bevins, Jr., Clerk
 Returned to: Glenn Davis TESTE: Shirley S. Miller Deputy Clerk
Dmme